

PERCEPTRON INC/MI  
Form 10-K/A  
September 27, 2013  
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-K/A

(Amendment No. 1)

(Mark One)

☒ ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended June 30, 2013 OR

☐ TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from \_\_\_\_\_ to \_\_\_\_\_.

Commission File Number: 0-20206

PERCEPTRON, INC.

(Exact Name of Registrant as Specified in Its  
Charter)

Michigan 38-2381442  
(State or Other Jurisdiction of (I.R.S. Employer  
Incorporation or Organization) Identification No.)

47827 Halyard Drive

Plymouth, Michigan 48170-2461

(Address of Principal Executive Offices)

(734) 414-6100

(Registrant's telephone number, including area code)

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Securities  
registered pursuant  
to section 12(b) of  
the Act:

Title of Each Class	Name of Exchange on Which Registered
Common Stock, \$0.01 par value	The NASDAQ Stock Market LLC
Rights to Purchase Preferred Stock	(NASDAQ Global Market)

Securities  
registered pursuant  
to section 12(g) of  
the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes ☐ No ☒

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act.

Yes ☐ No ☒

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes ☒ No ☐

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Indicate by check mark whether the registrant has submitted electronically and posted on its website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files).

Yes ☒ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☒

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definition of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large Accelerated Filer ☐ Accelerated Filer ☐ Non-Accelerated Filer ☐ Smaller Reporting Company ☒

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).

Yes ☐ No ☒

The aggregate market value of the voting stock held as of the registrant's most recently completed second fiscal quarter by non-affiliates of the registrant, based upon the closing sale price of the Common Stock on December 31, 2012, as reported by the NASDAQ Global Market, was approximately \$47,200,000 (assuming, but not admitting for any purpose, that all directors and executive officers of the registrant are affiliates).

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The number of shares of Common Stock, \$0.01 par value, issued and outstanding as of September 20, 2013, was 8,832,608.

#### DOCUMENTS INCORPORATED BY REFERENCE

Portions of the following document, to the extent specified in this report, are incorporated by reference in Part III of this report:

Document	Incorporated by reference in:
Proxy Statement for 2013 Annual Meeting of Shareholders	Part III, Items 10-14



## EXPLANATORY NOTE

Perceptron, Inc. (the “Company”) is filing this Amendment No. 1 on Form 10-K/A (“Amendment No. 1”) to the Company’s Annual Report on Form 10-K for the period ended June 30, 2013, as originally filed with the Securities and Exchange Commission (the “SEC”) on September 27, 2013 (the “Original Report”). This Amendment No. 1 is being filed solely to include an Exhibit 23.1, the Consent of Independent Registered Public Accounting Firm, which was inadvertently omitted from the EDGAR conversion of the Original Report that was filed today with the SEC and amend the Exhibit List at the end of the Original Report to include references to an Exhibit 23.1, the BDO USA, LLP consent which is being filed with this Amendment No. 1, and to an Exhibit 23.2, the Grant Thornton, LLP consent which was filed with the Original Report. As a result of this Amendment No. 1, the management certifications, filed as Exhibits 31.1, 31.2, 32.1 and 32.2 to the Original Report, have been re-executed and are being re-filed as of the date of this Form 10-K/A. This Amendment No. 1 does not affect any other items in the Company’s Original Report.

Except as otherwise expressly stated in the items contained in this Amendment No. 1, this Amendment No. 1 continues to speak as of the date of the Original Report and the Company has not modified or updated the disclosures contained herein to reflect events that have occurred since the filing of the Original Report. Accordingly, this Amended Report should be read in conjunction with the Company’s Original Report.

## Part IV

### ITEM 15. Exhibits and Financial Statement Schedules

#### (b)Exhibits

Exhibit No.	Description
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23.1	Consent of the Company’s Independent Registered Public Accounting Firm, BDO USA, LLP
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31.1	Certification by the Chief Executive Officer of the Company pursuant to Rule 13a-14(a) and Rule 15d-14(a).
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31.2	Certification by the Chief Financial Officer of the Company pursuant to Rule 13a-14(a) and Rule 15d-14(a).
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32.1	Certification by the Chief Executive Officer of the Company pursuant to Rule 13a-14(a) and Rule 15d-14(a).
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32.2	Certification by the Chief Financial Officer of the Company pursuant to Rule 13a-14(a) and Rule 15d-14(a).
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## SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Perceptron, Inc.

(Registrant)

Date: September 27, 2013 By: /s/ John H. Lowry III

John H. Lowry III

Vice President and Chief Financial Officer

(Principal Financial Officer)

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EXHIBIT INDEX

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